

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u> ¹ ;)	Case No. 01-01139(JKF)
)	Jointly Administered
Debtors.)	

Objection Deadline:
November 17, 2003 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the Thirtieth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Expenses for the services rendered during the period September 1, 2003 through September 30, 2003, seeking compensation in the amount of \$69,409.50, reimbursement for actual and actual and necessary expenses in the amount of \$1,076.94, and reimbursement for asbestos professionals in the amount of \$10,102.00 (the "Monthly Fee Application").

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **September 30, 2003 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale,

399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755) and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins , Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000); and (vii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801

(fax number 302-573-6497); and (viii) the Fee Auditor, to Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Dated: Wilmington, DE
October 28, 2003

RESPECTFULLY SUBMITTED,

/s/

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and

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180 Maiden Lane
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Facsimile: (212) 806-6006
E-mail: lkruger@Stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u>;)	Case No. 01-01139(JKF)
)	Jointly Administered
Debtors.)	

Objection Deadline:
November 17, 2003 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

**THIRTIETH MONTHLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM SEPTEMBER 1, 2003 THROUGH SEPTEMBER 30, 2003**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	September 1, 2003 – September 30, 2003
Amount of Compensation sought as actual, reasonable and necessary:	\$69,409.50 (80% - \$55,527.60)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$1,076.94 (Stroock) \$10,102.00 (Chambers)

This is an: ☒ interim ☐ final application

The total time expended for the preparation of the Twenty-Eighth and Twenty-Ninth Monthly Fee Statements is approximately 12.8 hours and the corresponding compensation requested is approximately \$2,871.00.

Attachment A**Monthly Interim Fee Applications**

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)		

WR GRACE & CO
ATTACHMENT B
AUGUST 1, 2003 - AUGUST 31, 2003

				No. of Years
	Hours	Rate	Amount	In Position
Partners				
Greenberg, Mayer	7.1	\$ 550	\$ 3,905.00	5
Kruger, Lewis	6.0	725	4,350.00	33
Kulman, Bradley	0.5	625	312.50	11
Pasquale, Kenneth	2.0	550	1,100.00	4
Wintner, Mark	9.2	625	5,750.00	31
Associates				
Brandes, Ronnie H.	0.5	295	147.50	2
Krieger, Arlene	78.4	495	38,808.00	19
Sasson, Moshe	18.0	445	8,010.00	9
Paraprofessionals				
Calvo, Fernando	6.2	180	1,116.00	2
Caskadon, Alexandra	22.7	180	4,086.00	1
Defreitas, Vaughn	14.3	115	1,644.50	15
Kaufman, Eric	1.5	120	180.00	5
Total	166.4		\$ 69,409.50	

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
SEPTEMBER 1, 2003 - SEPTEMBER 30, 2003

MATTER CODE	PROJECT CATEGORY	HOURS	TOTAL FEES
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	23.2	\$ 10,310.00
0008	Asset Analysis and Recovery	8.7	2,686.00
0013	Business Operations	4.9	2,486.00
0014	Case Administration	22.9	4,578.50
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	3.6	1,782.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	43.4	22,411.50
0018	Fee Application, Applicant	12.8	2,871.00
0020	Fee Application, Others	5.5	990.00
0021	Employee Benefits, Pension	2.4	882.50
0036	Plan/Disclosure Statement/Voting Issues	9.9	5,443.00
0037	Hearings	0.8	580.00
0040	Employment Applications - Others	20.1	10,166.00
0047	Tax Issues	8.2	4,223.00
	Total	166.4	\$ 69,409.50

STROOCK

INVOICE

DATE	October 23, 2003
INVOICE NO.	302682
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through September 30, 2003, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
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DATE	DESCRIPTION	NAME	HOURS
09/02/2003	Continued review of ZAI reply briefs, summarize same for memo to Committee (4.5).	Sasson, M.	4.5
09/03/2003	Logistical prep. for ZAI science trial.	Sasson, M.	0.2
09/03/2003	Continued review, summary of ZAI reply briefs.	Sasson, M.	3.5
09/08/2003	Finalize memo to client re: ZAI reply briefs.	Sasson, M.	4.5
09/09/2003	Attention to draft memo to Committee re ZAI responsive papers (.5).	Pasquale, K.	0.5
09/09/2003	Finalize memo to Committee (1.5); Draft memo to KP re: ZAI memo, impressions (.5).	Sasson, M.	2.0
09/10/2003	Exchanged memoranda with KP re adjournment of ZAI hearings (.1); attended to amended scheduling order from the court re adjourning the ZAI hearings (.1); office	Krieger, A.	0.3

DATE	DESCRIPTION	NAME	HOURS
09/10/2003	conference KP re same and impact on case (.1). T/C Reed Smith re: ZAI science trial, mediation (.2); t/c K. Pasquale re: same (.2).	Sasson, M.	0.4
09/11/2003	Exchanged memoranda with Jan Baer re adjournment of ZAI pre-trial hearings (.2); exchanged memoranda with LK, KP re reasons for the adjournment (.2); office conferences LK re appointment of a futures representative (.2); conference call LK, Tom Maher re futures representatives (.3); attended to Navigant Consulting memorandum re asbestos reform. legislation update (.1).	Krieger, A.	1.0
09/11/2003	Telephone call with D. Bernick regarding future claims representative (.2); office conference with A. Krieger and T. Maher regarding future claims representative and possible acquisition (.4).	Kruger, L.	0.6
09/11/2003	Revise memo to client (1.0); t/c J. Restivo re: mediation (.4).	Sasson, M.	1.4
09/17/2003	Corr. K. Pasquale, A. Krieger re: ZAI memo (.1); revise same (.2).	Sasson, M.	0.3
09/18/2003	Telephone call with D. Gross regarding Judge Wolin's order regarding new Committee and role of WR Grace's Committee.	Kruger, L.	0.2
09/18/2003	T/c K. Pasquale re: ZAI trial.	Sasson, M.	0.2
09/24/2003	Research the relationships of various parties to asbestos-related bankruptcy cases, adversary proceedings and other litigation (1.4); Attention to emails, follow up questions (.3).	Calvo, F.	1.7
09/25/2003	Attend to articles on asbestos legislation and Armstrong plan (.6).	Krieger, A.	0.6
09/26/2003	Exchange memoranda with R. Farrell (Navigant) re asbestos reform legislation (.4); memo to LK, KP re asbestos reform information (.1).	Krieger, A.	0.5
09/30/2003	Attended to memo to the Committee re ZAI litigation (.8).	Krieger, A.	0.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Calvo, Fernando	1.7	\$ 180	\$ 306.00
Krieger, Arlene	3.2	495	1,584.00
Kruger, Lewis	0.8	725	580.00
Pasquale, Kenneth	0.5	550	275.00
Sasson, Moshe	17.0	445	7,565.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 10,310.00	
TOTAL FOR THIS MATTER		\$ 10,310.00	

RE	Asset Analysis and Recovery 699843 0008
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DATE	DESCRIPTION	NAME	HOURS
09/04/2003	Exchanged telephone conferences S. Cunningham re Debtors' acquisition proposal (.1); office conference LK re proposed acquisition (.1).	Krieger, A.	0.2
09/05/2003	Telephone conference S. Cunningham re proposed acquisition and discussion regarding same with the Committee (.3); review FTI memo re acquisition of silica chromatography company (.6); telephone conference S. Cunningham re same (.7).	Krieger, A.	1.6
09/12/2003	Per A. Krieger, gather corporate documents for companies related to proposed acquisition.	Calvo, F.	0.5
09/12/2003	M. Sasson - Research Silica Litigation. Research news regarding crystalline & non-crystalline silica. Research for any distinctions made between 2 types of Silica.	Kaufman, E.	1.5
09/12/2003	Telephone conference S. Cunningham re silicosis issue (.1); exchanged memoranda with KP re silicosis issue (.2); memoranda to F. Calvo re corporate documentation to review (.1); subsequent telephone conference S. Cunningham re due diligence, documents to be reviewed, silicosis issue (.3); attend to draft information/documentation request (.1) telephone conference and exchanged memoranda with L. Hamilton re same (.2).	Krieger, A.	1.0
09/12/2003	T/C K. Pasquale, E. Kaufman re: non-crystalline silicone litigation (.2); review library research re: same (.8).	Sasson, M.	1.0
09/15/2003	Per A. Krieger, research pending litigation for six companies, especially looking for any silica-related suits (2.0); Prepare Chart for attorney review (.7).	Calvo, F.	2.7

DATE	DESCRIPTION	NAME	HOURS
09/15/2003	Office conference F. Calvo re results of review of 10K's of companies in the silica business (.2).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Calvo, Fernando	3.2	\$ 180	\$ 576.00
Kaufman, Eric	1.5	120	180.00
Krieger, Arlene	3.0	495	1,485.00
Sasson, Moshe	1.0	445	445.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,686.00	

TOTAL FOR THIS MATTER	\$ 2,686.00
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RE	Business Operations 699843 0013		
DATE	DESCRIPTION	NAME	HOURS
09/02/2003	Telephone conference C. Troyer re FTI memorandum on repatriation (.1); exchanged telephone conferences S. Cunningham re repatriation memorandum (.2).	Krieger, A.	0.3
09/03/2003	E-mails from A Krieger and review memo (.4); review repatriation memorandum (.7).	Greenberg, M.	1.1
09/03/2003	Memo to MG re repatriation issues, upcoming plan discussion and meeting with E. Filon to review tax status (.3).	Krieger, A.	0.3
09/05/2003	Conference call S. Cunningham, L. Hamilton re FTI memorandum re company's repatriation of cash (.4).	Krieger, A.	0.4
09/11/2003	Review draft of FTI Report on Grace's second quarter results (1.6); telephone conference C. Whitney Troyer re report comments (.3); follow-up memo to C. Troyer re Committee report (.1).	Krieger, A.	2.0
09/15/2003	Exchanged memoranda with L. Hamilton re meeting to discuss environmental matters at Libby and the District Court's decision (.2).	Krieger, A.	0.2
09/17/2003	Telephone conference L. Hamilton re District Court's Libby decision and treatment of environmental claims (.1); memo to M. Berg re treatment of Libby, MT claims (.1).	Krieger, A.	0.2
09/25/2003	Exchanged memoranda with L. Hamilton re Project Galeros and competing offer received for target company (.2).	Krieger, A.	0.2
09/26/2003	Exchanged memoranda with M. Wintner re Sarbanes-Oxley compliance issues (.2).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Greenberg, Mayer	1.1	\$ 550	\$ 605.00
Krieger, Arlene	3.8	495	1,881.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,486.00	
TOTAL FOR THIS MATTER		\$ 2,486.00	

RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
09/02/2003	Review online docket for recently docketed pleadings for entry into central database and distribution of same.	Defreitas, V.	0.4
09/02/2003	Exchanged memoranda with Jan Baer re scheduling of Committee/Grace plan meeting (.2); memo to LK re same (.1); office conference LK re meeting with the Debtors (.2); telephone conference Tracy McCollon (K&E) re Committee member inquiry (.1); and prepare response to T. McCollon (.3); further exchange memoranda with J. Baer re plan meeting (.3).	Krieger, A.	1.2
09/03/2003	Review online docket for recently docketed pleadings for entry into central database and distribution of same.	Defreitas, V.	0.4
09/04/2003	Review online docket for recently filed pleadings for entry into central database and distribution of same.	Defreitas, V.	0.4
09/04/2003	Exchanged memoranda with W. Katchen re formation of unofficial bank debt holders' group (.2); review updated docket (.1); exchanged memoranda with Diane Armstrong re plan meeting with the Debtors (.2).	Krieger, A.	0.5
09/05/2003	Review online docket for recently docketed pleadings for entry into central database and distribution of same.	Defreitas, V.	0.4
09/05/2003	Exchanged memoranda with AC re conference calls (.2).	Krieger, A.	0.2
09/08/2003	Review online docket for recently docketed pleadings for entry into central database.	Defreitas, V.	0.4
09/09/2003	Review online docket for recently docketed pleadings for entry into central database.	Defreitas, V.	0.4

DATE	DESCRIPTION	NAME	HOURS
09/09/2003	Review various documents to assign categories in preparation for addition to central database.	Defreitas, V.	4.2
09/09/2003	Attended to article re Congressional action on pension plan contributions (.1); memo to LK, MW re pension plan article (.1).	Krieger, A.	0.2
09/10/2003	Assist/prepare response to fee auditor re 9th Quarterly.	Caskadon, A.	1.0
09/10/2003	Review online docket for recently docketed pleadings for entry into central database.	Defreitas, V.	0.4
09/11/2003	Review online docket for recently docketed pleadings for entry into central database.	Defreitas, V.	0.4
09/11/2003	Telephone conference A. Mintz re inquiry regarding ZAI science pre-trial hearings (.1).	Krieger, A.	0.1
09/15/2003	Analyzed various documents received to assign categories for central database.	Defreitas, V.	1.1
09/16/2003	Review Order re: 8th Quarterly fees (.6); o/c accounting re same (.4).	Caskadon, A.	1.0
09/16/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.4
09/16/2003	Review updated docket from local counsel (.1); memo to F. Calvo re billing inquiry (.1); office conference AC re review of Fee Auditor's project summary report (.1).	Krieger, A.	0.3
09/17/2003	Researched online docket for recently docketed pleadings.	Defreitas, V.	0.4
09/17/2003	Review amended agenda notice for 9/22/03 hearing (.1); exchanged memoranda with KP, MW re State Street matter (.2); exchanged memoranda with J. Baer re adjournment of State Street matter (.2); e-mail and then office conference AC re service and filing of SSL response to the Fee Auditor's report on Ninth Interim Application (.2).	Krieger, A.	0.7
09/18/2003	Analyzed various documents to assign categories for central database.	Defreitas, V.	1.4
09/19/2003	Researched online docket for recently docketed	Defreitas, V.	0.4

DATE	DESCRIPTION	NAME	HOURS
	pleadings		
09/23/2003	Research questions re: response to Fee Auditor (.7); emails S. Bossay re same (.3).	Caskadon, A.	1.0
09/23/2003	Review online docket for recently docketed pleadings including: Motion for relief from stay (Oldcastle APG Northeast, Inc. d/b/a Foster-Southeastern (.2); Application to employ Protiviti (.2); Motion to approve compromise/Debtors motion for order approving the privileged & confidential settlement agreement and release with the KWELMB Companies (.2); Motion to approve motion for entry of an order authoring the debtors to settle New York State Tax Audit and for repayment of resulting Tax Refund in accordance with the Fresenius settlement agreement(.2); Motion to approve motion for entry of an order authorizing the debtors to pay certain amounts due under Florida intangible personal property tax act for the tax years 1993 thru 1996.(.2); Notice of adjourned rescheduled hearing re-notice of motion for relief.(.2).	Defreitas, V.	1.2
09/24/2003	T/c D. Azrilen re: 9th Interim Report allowing fees.	Caskadon, A.	0.2
09/24/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.4
09/25/2003	Review numbers, prepare chart for 9th Quarterly Spreadsheet for Fee Auditor.	Caskadon, A.	1.0
09/25/2003	Researched online docket for recently docketed pleadings.	Defreitas, V.	0.4
09/25/2003	Attend to M. Lastowski memorandum re 9/23/03 hearings (.1); memo to ML re follow-up inquiry (.1).	Krieger, A.	0.2
09/26/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.4
09/29/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.4
09/29/2003	Attend to revised docket (.1).	Krieger, A.	0.1
09/30/2003	Researched online docket for recently docketed	Defreitas, V.	0.4

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DATE	DESCRIPTION	NAME	HOURS
	pleadings and distribute same.		
09/30/2003	Attend to correspondence from David Gross re proposed composition for the Debtors and Financial Creditors Working Committee (.1); exchanged memo with LK re correspondence (.1); memo to KP re correspondence (.1); attend to opposition filed by the Smokers to the Debtors' pleading seeking to modify the preliminary injunction (.2); attend to 9/36 correspondence from Campbell & Levine to the Clerk, Third Circuit re advice regarding developments in fraudulent conveyance cases (.1); memo to M. Lastowski re identification of other proposed members of the Working Committee (.2); memo to F. Calvo re identity of other proposed members of the Working Committee (.1).	Krieger, A.	0.9

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	4.2	\$ 180	\$ 756.00
Defreitas, Vaughn	14.3	115	1,644.50
Krieger, Arlene	4.4	495	2,178.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 4,578.50	
TOTAL FOR THIS MATTER		\$ 4,578.50	

RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
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DATE	DESCRIPTION	NAME	HOURS
09/25/2003	Review Foreco settlement notice (.1); attend to memorandum to C. Lane re outstanding questions (.5).	Krieger, A.	0.6
09/26/2003	Began to review Debtors' motion re proposed settlement with KWELMB Companies.	Krieger, A.	1.5
09/29/2003	Continue to review Debtors' motion re proposed settlement with KWELMB Companies (1.2); memo to KP, M. Berg re settlement terms (.1); telephone conference L. Chambers re analyses of claims (.2).	Krieger, A.	1.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	3.6	\$ 495	\$ 1,782.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,782.00
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TOTAL FOR THIS MATTER	\$ 1,782.00
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RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
09/02/2003	Memorandum to the Committee re alternative date for consideration for plan meeting with the Company (.3); memorandum from the Committee re alternative meeting date (.2); further exchange of memoranda with Committee re September 8, 2003 date (.3); prepare memorandum to the Committee re Debtors' request to accelerate pension payments in 2003 (1.2); memorandum to LK, M. Wintner re memorandum discussing proposed pension payment acceleration (.1); began to review Debtors' motion authorizing employment of State Street Bank as investment managers and prepare memorandum discussing same (2.1); attend to comments from M. Greenberg to draft Committee memorandum regarding proposed acceleration of \$8.3M contributions to pension trust (.2); revise memorandum to reflect MG comments, finalize and forward to the Committee (.4).	Krieger, A.	4.8
09/03/2003	Continue to review State Street appointment motion with exhibits and prepare memorandum to the Committee thereon (4.3); exchanged memoranda with LK re Bank of Nova Scotia's inquiry to be appointed to the Committee (.3); attended to memorandum to the Committee re plan meeting with the Debtors (.1).	Krieger, A.	4.7
09/04/2003	Prepare draft agenda for September 8, 2003 Committee meeting (.1); prepare memorandum discussing the State Street appointment motion (2.4); telephone conference Tom Maher re Committee meeting to discuss plan, other items (.3); prepare memorandum to the Committee re plan discussion materials (3.); office conferences LK re plan meeting (.2); memo to LK re Bank of Nova Scotia contact with F. Perch and formation of informal bondholder group (.2).	Krieger, A.	3.5

DATE	DESCRIPTION	NAME	HOURS
09/05/2003	Set up Committee conference call for 9/8 (.3); t/c A. Krieger re same (.2).	Caskadon, A.	0.5
09/05/2003	Prepare memorandum to the Committee re conference call meeting of the Committee for September 8, 2003 and agenda items therefore (.6); exchanged memoranda with the members of the Committee and representatives thereon (.3); continue prepare memorandum to the Committee re State Street appointment (3.8); prepare memoranda for the Committee re further information for 9/8/03 afternoon call (.2).	Krieger, A.	4.9
09/08/2003	Office conference M. Wintner (.1) and prepare final form of memorandum to the Committee re State Street retention motion, Grace's proposed acquisition, other matters (1.5); follow-up office conference M. Winter re objection to State Street (.2).	Krieger, A.	1.8
09/08/2003	Telephone conference with Siegel, Tarola and Committee reviewing debtor's proposed reorganization plan proposal, strategy and other Committees' views (.8); telephone conference with Committee regarding debtors' reorganization proposal, State Street and new Committee members (.3); review of memos regarding State Street and our objection (.3).	Kruger, L.	1.4
09/08/2003	Preparation for and conference call with Debtors' re plan proposal (1.2).	Pasquale, K.	1.2
09/08/2003	Revise memo to Creditors' Committee re appointment of State Street as special independent fiduciary for employer stock held in Grace 401(k) plan (2.4); telephone conference call with Creditors Committee (1.0); telephone call with Arlene Krieger and Chris Lane (Kirkland Ellis) re same (.2).	Wintner, M.	3.6
09/09/2003	Office conference MW, B. Kulman re restriction of stock sale (.1); follow-up office conferences MW re objection (.3); finalize objection (.8); exchange memoranda with AC re filing and service of objection (.2); memo to LK and KP re coverage of 9/22/03 hearing (.2);	Krieger, A.	2.4

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DATE	DESCRIPTION	NAME	HOURS
	correspondence to G. Hellerman re plan materials distributed in connection with 9/8/03 meeting with the Debtors (.4); telephone conference L. Hamilton re 9/12/03 conference call Committee meeting re Debtors' presentation on proposed acquisition (.1); prepared memorandum to the Committee re Friday meeting with the Debtors re silica business presentation (.3).		
09/10/2003	Exchanged memoranda with L. Hamilton re Debtors' materials for 9/12/03 presentation on Project Galeras (.2); prepare memorandum to the Committee re materials for presentation (.3); office conference LK re plan discussions (.1).	Krieger, A.	0.6
09/11/2003	Prepare memorandum to the Committee re adjournment of ZAI pre-trial hearings (.2); exchanged memoranda with Committee members re Debtors' materials for 9/12/03 conference call (.2); attended to Project Galeras materials for conference call presentation of the Debtors to the Committee (1.6).	Krieger, A.	2.0
09/12/2003	Memorandum to the Committee re subsequent conference call meeting to discuss the Debtors' proposed acquisition (.1); conference call meeting of the Committee re Debtors' presentation on Galeras silica pharmaceutical business acquisition (.8); exchanged memoranda with Committee members re Committee conference call (.1); memo to LK re subsequent conference call and information requests (.1).	Krieger, A.	1.1
09/12/2003	Telephone conference with Committee and W.R. Grace regarding purchase of Silica business (.8); telephone call with R. Neagle regarding Zhagrus resignation from Committee (.2).	Kruger, L.	1.0
09/17/2003	Prepare memorandum to the Committee re Judge Wolin's order in respect of establishment of Working Committee's (.4); revised Committee contract information (.2); exchanged memoranda with KP, MS re extensive memorandum to the Committee discussing ZAI litigation related summary	Krieger, A.	1.6

DATE	DESCRIPTION	NAME	HOURS
	judgment pleadings (.4); prepared memoranda to the Committee re ZAI litigation related memoranda (.3); exchanged memoranda with T. Maher re ZAI memoranda (.1); further memorandum to the Committee re ZAI litigation memorandum (.2).		
09/18/2003	Prepare memorandum for the Committee re status of Project Galeras and discussion thereon (.2); exchanged memoranda with Committee members re memorandum to the Committee discussing ZAI-related matters (.3).	Krieger, A.	0.5
09/25/2003	Prepare draft memorandum to the Committee re: Debtors' motion to retain Protiviti (1.1); attended to memorandum to the Committee re settlement of Foreco patent lawsuit (.6).	Krieger, A.	1.7
09/26/2003	Prepare draft memorandum re tax-related motions (1.2).	Krieger, A.	1.2
09/29/2003	Telephone conference G. Hellerman re plan status, potential acquisition and pending motions (.1); exchanged memoranda with KP re Hellerman inquiry (.3); exchanged memo with Hellerman re plan materials (.2); prepare memorandum to the Committee re pending tax related motions (3.3).	Krieger, A.	3.9
09/30/2003	Attend to draft memorandum to the Committee re notice of proposed settlement of Grace's action against Foreco (.3); prepare memorandum to C. Lane re follow-up questions regarding proposed settlement (.3); review and revise draft memorandum to the Committee re Protiviti retention (.4).	Krieger, A.	1.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	0.5	\$ 180	\$ 90.00
Krieger, Arlene	35.7	495	17,671.50
Kruger, Lewis	2.4	725	1,740.00
Pasquale, Kenneth	1.2	550	660.00
Wintner, Mark	3.6	625	2,250.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED

\$ 22,411.50

TOTAL FOR THIS MATTER

\$ 22,411.50

RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
09/02/2003	Review/revise quarterly per accounting changes.	Caskadon, A.	1.5
09/04/2003	Prepare and serve July fee application.	Caskadon, A.	3.0
09/08/2003	Research response to fee auditor re 9th quarterly.	Caskadon, A.	0.8
09/15/2003	Review August time detail.	Caskadon, A.	1.2
09/15/2003	Office conference AC re response to Fee Auditor's initial report to SSL's ninth quarterly fee application and preparation of August 2003 fee statement (.1); finalize response to Fee Auditor (.3); memo to LK re response to Fee Auditor (.1).	Krieger, A.	0.5
09/26/2003	Attend to SSL's fee detail for August 2003 statement (1.2); memo to AC re above (.1).	Krieger, A.	1.3
09/29/2003	Review and revise August time detail.	Caskadon, A.	2.0
09/30/2003	Prepare and serve August Fee Statement.	Caskadon, A.	2.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	11.0	\$ 180	\$ 1,980.00
Krieger, Arlene	1.8	495	891.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,871.00	
TOTAL FOR THIS MATTER		\$ 2,871.00	

RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
09/08/2003	Prepare and serve FTI's July fee statement.	Caskadon, A.	3.0
09/30/2003	Prepare and serve FTI's August Fee Statement.	Caskadon, A.	2.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	5.5	\$ 180	\$ 990.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 990.00	

TOTAL FOR THIS MATTER	\$ 990.00
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RE	Employee Benefits, Pension 699843 0021
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DATE	DESCRIPTION	NAME	HOURS
09/02/2003	Office conference M. Greenberg re discussion with E. Filon and J. Gibbs regarding request for acceleration of pension payment (.3).	Krieger, A.	0.3
09/04/2003	Per A. Krieger, search the UAL and US Air cases for court papers on employee company stock plans and equity trading.	Calvo, F.	1.3
09/09/2003	Office conference Brad Kulman and Arlene Krieger re SEC restrictions on sale of Grace common stock by 401(k) plan (.4); review and revise draft objection to State Street Motion (.4).	Wintner, M.	0.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Calvo, Fernando	1.3	\$ 180	\$ 234.00
Krieger, Arlene	0.3	495	148.50
Wintner, Mark	0.8	625	500.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 882.50	

TOTAL FOR THIS MATTER	\$ 882.50
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RE	Expenses 699843 0024
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 0.00
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MATTER DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 164.59
Local Transportation	232.43
Long Distance Telephone	67.58
Duplicating Costs-in House	117.50
Postage	1.71
Facsimile Charges	14.00
Travel Expenses - Transportation	436.00
Word Processing - Logit	114.00

TOTAL DISBURSEMENTS/CHARGES	\$ 1,147.81
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TOTAL FOR THIS MATTER	\$ 1,147.81
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RE	Plan/Disclosure Statement/Voting Issues 699843 0036
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DATE	DESCRIPTION	NAME	HOURS
09/02/2003	Office conference with A. Krieger regarding proposed meeting with debtor to consider reorganization plan negotiations.	Kruger, L.	0.3
09/03/2003	Office conference LK re plan meeting preparation (.1); telephone conference Jan Baer re plan meeting and correspondence to be circulated in connection therewith (.2); memo to LK, KP re plan meeting and materials (.6); exchanged memoranda with S. Cunningham re plan discussion-related materials (.1); attended to Debtors' plan materials and office conference LK re same (.6).	Krieger, A.	1.6
09/03/2003	Office conference with A. Krieger regarding plan discussions (.1).	Kruger, L.	0.1
09/04/2003	Review plan meeting discussion materials (.9); office conference LK re terms of proposed restructuring analysis (.2); further office conference LK re above (.1) and then telephone conference Ed Ordway re same (.2); telephone conferences Jan Baer re circulation of plan materials and EPA's ex-officio status on the Committee (.2).	Krieger, A.	1.6
09/04/2003	Review of debtor's proposed POR outline (.4); office conference with A. Krieger regarding debtor's proposal (.2); office conference with A. Krieger and telephone call with E. Ordway regarding debtor's proposal, analysis and preparation (.4).	Kruger, L.	1.0
09/05/2003	Conference call with LK, S. Cunningham, Ed Ordway re Debtors' plan analysis and preparation for 9/8/03 meeting to discuss same (.3); further telephone conference S. Cunningham re plan analysis (.2); office conferences LK and then with KP re plan analyses and asbestos claims valuation (.4).	Krieger, A.	0.9

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DATE	DESCRIPTION	NAME	HOURS
09/05/2003	Office conference with A. Krieger; telephone call with S. Cunningham and E. Ordway regarding analysis of Debtors' reorganization proposal, preparation for call with Debtor and the Committee.	Kruger, L.	0.6
09/05/2003	Attention to Grace's plan "proposal" (.3).	Pasquale, K.	0.3
09/07/2003	Review materials for Committee/Debtors' plan meeting (.6).	Krieger, A.	0.6
09/08/2003	Call with Debtor re updated plan suggestion (.4); Review Debtor schedules and discussion with A. Krieger re same (.4); Call with Committee re plan proposal (.4).	Greenberg, M.	1.2
09/08/2003	Conference call meeting with the Committee and Debtors' representatives, D. Siegel, R. Tarola re consensual plan discussion (.8); office conference LK re conference call (.1); exchanged memoranda with M. Greenberg re call (.1); office conference MG re substance of conference call (.1); t/c G. Hellerman re: Committee plan discussion (.3); follow-up o/c MG re: plan discussion (.1).	Krieger, A.	1.5
09/25/2003	Office conference LK re plan discussions (.2).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Greenberg, Mayer	1.2	\$ 550	\$ 660.00
Krieger, Arlene	6.4	495	3,168.00
Kruger, Lewis	2.0	725	1,450.00
Pasquale, Kenneth	0.3	550	165.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 5,443.00	
TOTAL FOR THIS MATTER		\$ 5,443.00	

RE	Hearings 699843 0037
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DATE	DESCRIPTION	NAME	HOURS
09/22/2003	Conference with Judge Wolin regarding settlement prospects, ZAI, Sealed Air and related matters.	Kruger, L.	0.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Kruger, Lewis	0.8	\$ 725	\$ 580.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 580.00	

TOTAL FOR THIS MATTER	\$ 580.00
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RE	Employment Applications - Others 699843 0040
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DATE	DESCRIPTION	NAME	HOURS
09/04/2003	Exchanged memos with C. Lane re State Street retention motion 9/5/03 conference call and extension of time to respond (.5); office conference M. Wintner re retention terms, fiduciary authority, meeting to discuss (.4); exchanged memorandum with F. Calvo re stock information to be obtained in connection with State Street matter (.2).	Krieger, A.	1.1
09/04/2003	Review motion to retain State Street as fiduciary for Savings Plan employer stock, office conversation with Arlene Krieger.	Wintner, M.	1.0
09/05/2003	Extended conference call with MW, B. McGowan, J. Forgach re appointment of State Street as investment manager for the 401K plan and follow-up office conference MW re same (1.5); attended to objection to State Street appointment filed by Equity Committee (.1); memo to M. Wintner re same (.1); office conference F. Calvo re material for State Street matter (.2).	Krieger, A.	1.9
09/05/2003	Review proposed Engagement Letter with State Street to become investment manager of employer stock account under Grace Savings Plan (.5); conference call with Grace (Forgach and McGowan), Kirkland Ellis (Chris Lane) and Arlene Krieger re motion to appoint State Street and pay for fees (.9).	Wintner, M.	1.4
09/08/2003	Draft objection to State Street retention (4.4); telephone conferences C. Lane re Committee's position on State Street motion (.2); exchanged memoranda with MW re draft objection (.2); memorandum to LK re draft objection (.1); office conference AC re filing of objection (.1); telephone conference C. Lane re Debtors' response to Committee's position (.1); review case law re objection (.6).	Krieger, A.	5.7

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DATE	DESCRIPTION	NAME	HOURS
09/08/2003	Draft and revise Objection with Arlene Krieger (1.2).	Wintner, M.	1.2
09/09/2003	Preparation and service of Objection to State Street Retention.	Caskadon, A.	1.5
09/09/2003	Exchanged memoranda with C. Lane re State Street motion (.1); exchanged memoranda with M. Wintner re State Street matter (.1).	Krieger, A.	0.2
09/09/2003	Attn. to savings plan issues (.5).	Kulman, B.	0.5
09/15/2003	Exchanged memoranda with KP re State Street appointment pleadings (.1); exchanged memoranda with MW re Debtors' response to the Committee's objection in preparation for 9/22/03 hearing (.1).	Krieger, A.	0.2
09/16/2003	Review Debtors' reply re Committee's objection to State Street appointment motion (.6); exchanged memoranda with KP re above (.2); memo to C. Lane re docketed and served McGowan affidavit missing pages (.1); memo to P. Galbraith re McGowan affidavit (.1); review McGowan affidavit (.1); prepare notes for KP discussion in preparation for hearing (.2).	Krieger, A.	1.3
09/18/2003	Exchanged memoranda with J. Kapp re adjournment of State Street matter (.2); memorandum to KP, MW re reason for adjournment (.1).	Krieger, A.	0.3
09/19/2003	Office conference MW re State Street appointment motion (.5).	Krieger, A.	0.5
09/19/2003	Attention to Debtor's reply to Creditor Committee/Equity Committee Objections to Retention of State Street Bank as Independent Fiduciary of 401(k) Plan (.5); office conference with Arlene Krieger re same (.3).	Wintner, M.	0.8
09/25/2003	Attended to Debtor's motion to employ Protiviti LLP as Sabanes-Oxley compliance advisors (.7); memo to P. Galbraith re missing engagement letter (.1); memo to V. Defreitas re same (.1).	Krieger, A.	0.9

DATE	DESCRIPTION	NAME	HOURS
09/26/2003	Memo to J. Kapp, C. Lane re inquiry in respect of State Street retention modification (.1); exchanged memoranda with C. Lane re State Street retention modification (.1); office conference MW re same (.1).	Krieger, A.	0.3
09/26/2003	Review Motion to retain administrator for Sarbanes-Oxley compliance.	Wintner, M.	0.4
09/30/2003	Attend to Protiviti letter agreement (.6); memo to C. Lane re Protiviti retention inquiry (.1); memo to M. Wintner re Protiviti retention pleadings and Letter Agreement terms (.2).	Krieger, A.	0.9

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	1.5	\$ 180	\$ 270.00
Krieger, Arlene	13.3	495	6,583.50
Kulman, Bradley	0.5	625	312.50
Wintner, Mark	4.8	625	3,000.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 10,166.00
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TOTAL FOR THIS MATTER	\$ 10,166.00
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RE	Tax Issues 699843 0047
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DATE	DESCRIPTION	NAME	HOURS
09/02/2003	Attend to emails from A. Krieger re: tax related motions (.5).	Brandes, R.	0.5
09/02/2003	Taxes-review materials and analysis re payment of pension items and NOLS (.6); review Krieger memo and e-mail re same (.7).	Greenberg, M.	1.3
09/25/2003	Exchanged memoranda with M. Greenberg re Debtors' tax-related motion (.2); attend to motion authorizing payments to Florida Dept. of Revenue (1.2).	Krieger, A.	1.4
09/26/2003	Attend to Debtors' motion for authorization to settle NY State Tax Audit (.6); exchanged memoranda with M. Greenberg re above (.2).	Krieger, A.	0.8
09/29/2003	Review motions and review materials re impact of settlement.	Greenberg, M.	2.1
09/29/2003	Office conference MG re: Debtors' proposed authority in respect to NY State and Florida tax-related matters.	Krieger, A.	0.1
09/30/2003	Meeting with Krieger; review materials re Fresenius settlement and audit settlement proposals.	Greenberg, M.	1.4
09/30/2003	Office conference M. Greenberg re Debtors' motions seeking tax-related relief (.5); memo to MG re Campbell & Levine correspondence (.1).	Krieger, A.	0.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Brandes, Ronnie H.	0.5	\$ 295	\$ 147.50
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Greenberg, Mayer	4.8	550	2,640.00
Krieger, Arlene	2.9	495	1,435.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 4,223.00
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TOTAL FOR THIS MATTER	\$ 4,223.00
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 69,409.50
TOTAL DISBURSEMENTS/CHARGES	\$ 1,147.81
TOTAL BILL	\$ 70,557.31

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

WR GRACE & CO
DISBURSEMENT SUMMARY
SEPTEMBER 1, 2003 - SEPTEMBER 30, 2003

Outside Messenger Service	\$ 164.59
Local Transportation	161.56
Long Distance Telephone	67.58
Duplicating Costs-in House	117.50
Postage	1.71
Facsimile Charges	14.00
Travel Expenses - Transportation	436.00
Word Processing - Logit	114.00
Total	\$1,076.94

STROOCK

CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED for the period from September 1, 2003
through September 30, 2003, including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
07/10/2003	FedEx Log 06/16/03 A.CASKADON TO S.CABAN	11.61
09/11/2003	FedEx Log 8/29/03 A Caskadon to Warren Smith	19.93
09/11/2003	FedEx Log 8/29/03 A Caskadon to Shelly Caban	11.61
09/11/2003	FedEx Log 8/29/03 A Caskadon to Mark Kenny Esq.	11.61
09/11/2003	FedEx Log 8/29/03 A Caskadon to David Siegal	11.61
09/29/2003	FedEx Log 09/04/03 A CASKADON TO D SIEGAL	9.57
09/29/2003	FedEx Log 09/04/03 A CASKADON TO W SMITH	17.68
09/29/2003	FedEx Log 09/04/03 A CASKADON TO F PERCH	9.57
09/29/2003	FedEx Log 09/04/03 A CASKADON TO S CABAN	9.57
09/29/2003	FedEx Log 09/08/03 A CASKADON TO F PERCH	9.57
09/29/2003	FedEx Log 09/08/03 A CASKADON TO S CABAN	9.57
09/29/2003	FedEx Log 09/08/03 A CASKADON TO W SMITH	11.51
09/29/2003	FedEx Log 09/08/03 A CASKADON TO D SIEGAL	9.57
09/29/2003	FedEx Log 09/12/03 A CASKADON TO S CABAN	11.61
	Outside Messenger Service Total	164.59
Local Transportation		
09/05/2003	NYC Two Ways Inc. KRUGER 08/25/03 18:11 M from 343 7 AVE to 257 W 86 S	19.71
09/19/2003	NYC Two Ways Inc. CASKADON 09/04/03 20:34 M from 180 Maiden to NJ HOBOKEN	43.45
09/19/2003	NYC Two Ways Inc A Krieger 9/5/03 180 Maiden Lane to E 80	24.60
09/19/2003	NYC Two Ways Inc A Krieger 9/4/03 180 Maiden Lane to E 80	24.60
09/26/2003	NYC Two Ways Inc. KRIEGER 09/11/03 20:40 M from 180 MAIDEN to E 86 ST	24.60
09/26/2003	NYC Two Ways Inc A Krieger 9/8/03 180 Maiden Lane to East End Ave	24.60
	Local Transportation Total	161.56

DATE	DESCRIPTION	AMOUNT
Long Distance Telephone		
09/02/2003	EXTN.3544, TEL.201-556-4040, S.T.17:58, DUR.01:42	0.78
09/02/2003	EXTN.5544, TEL.201-556-4045, S.T.12:43, DUR.01:12	0.78
09/02/2003	EXTN.6286, TEL.561-362-1312, S.T.14:56, DUR.06:18	2.72
09/03/2003	EXTN.5544, TEL.312-861-2162, S.T.11:17, DUR.00:24	0.39
09/04/2003	EXTN.3544, TEL.201-556-4040, S.T.09:08, DUR.01:36	0.78
09/04/2003	EXTN.5431, TEL.201-556-4040, S.T.11:46, DUR.00:24	0.39
09/04/2003	EXTN.5431, TEL.201-556-4003, S.T.11:47, DUR.09:24	3.88
09/04/2003	EXTN.5544, TEL.312-861-2162, S.T.12:00, DUR.05:18	2.33
09/04/2003	EXTN.5544, TEL.312-861-2162, S.T.13:05, DUR.00:42	0.39
09/04/2003	EXTN.5544, TEL.312-861-2162, S.T.13:06, DUR.00:06	0.39
09/04/2003	EXTN.5544, TEL.312-861-2162, S.T.13:08, DUR.00:18	0.39
09/04/2003	EXTN.5544, TEL.301-596-0053, S.T.16:22, DUR.01:24	0.78
09/04/2003	EXTN.6495, TEL.302-657-4924, S.T.14:32, DUR.04:18	1.94
09/05/2003	EXTN.2006, TEL.202-371-9770, S.T.14:41, DUR.01:36	0.78
09/05/2003	EXTN.3544, TEL.201-556-4040, S.T.12:21, DUR.13:30	5.43
09/05/2003	EXTN.5544, TEL.201-556-4040, S.T.15:17, DUR.35:48	13.97
09/05/2003	EXTN.5544, TEL.973-424-2031, S.T.16:05, DUR.00:42	0.39
09/08/2003	EXTN.3544, TEL.312-861-3268, S.T.16:53, DUR.00:30	0.39
09/08/2003	EXTN.4020, TEL.312-861-2000, S.T.15:29, DUR.02:24	1.16
09/08/2003	EXTN.5544, TEL.312-861-3268, S.T.16:13, DUR.07:30	3.10
09/08/2003	EXTN.5544, TEL.312-861-3268, S.T.16:51, DUR.00:12	0.39
09/09/2003	EXTN.5544, TEL.267-321-6605, S.T.16:14, DUR.00:48	0.39
09/09/2003	EXTN.5544, TEL.302-651-3160, S.T.16:17, DUR.00:48	0.39
09/09/2003	EXTN.6495, TEL.302-657-4924, S.T.15:20, DUR.00:42	0.39
09/09/2003	EXTN.6495, TEL.302-657-4924, S.T.15:39, DUR.01:00	0.39
09/09/2003	EXTN.6495, TEL.302-657-4924, S.T.16:36, DUR.00:42	0.39
09/10/2003	EXTN.6015, TEL.412-288-3131, S.T.15:01, DUR.02:42	1.16
09/10/2003	EXTN.6015, TEL.412-288-3131, S.T.16:18, DUR.05:18	2.33
09/11/2003	EXTN.2006, TEL.312-861-2248, S.T.11:06, DUR.04:42	1.94
09/11/2003	EXTN.6015, TEL.412-288-3131, S.T.10:52, DUR.00:54	0.39
09/12/2003	EXTN.3544, TEL.201-556-4021, S.T.12:57, DUR.05:24	2.33
09/12/2003	EXTN.5544, TEL.201-556-4040, S.T.09:49, DUR.06:30	2.72
09/12/2003	EXTN.5544, TEL.201-556-4040, S.T.10:47, DUR.01:06	0.78
09/12/2003	EXTN.5544, TEL.201-556-4040, S.T.11:49, DUR.12:36	5.04
09/17/2003	EXTN.5544, TEL.201-556-4021, S.T.09:36, DUR.09:12	3.88
09/17/2003	EXTN.5760, TEL.973-424-2031, S.T.11:37, DUR.00:54	0.39
09/18/2003	EXTN.5544, TEL.201-556-4040, S.T.11:34, DUR.00:30	0.39
09/18/2003	EXTN.5544, TEL.201-556-4021, S.T.11:37, DUR.00:36	0.39
09/18/2003	EXTN.5544, TEL.201-556-4003, S.T.12:05, DUR.00:24	0.39
09/18/2003	EXTN.5544, TEL.201-843-4900, S.T.15:49, DUR.01:12	0.78
09/22/2003	EXTN.5760, TEL.973-424-2031, S.T.11:31, DUR.00:36	0.39
09/25/2003	EXTN.5544, TEL.202-454-6606, S.T.09:55, DUR.00:24	0.39
09/26/2003	EXTN.5760, TEL.973-424-2031, S.T.10:06, DUR.00:42	0.39
Long Distance Telephone Total		67.58

Duplicating Costs-in House

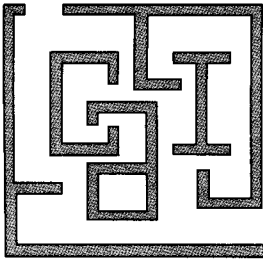
DATE	DESCRIPTION	AMOUNT
09/02/2003		24.80
09/02/2003		22.80
09/03/2003		1.20
09/03/2003		1.20
09/03/2003		0.10
09/03/2003		1.50
09/04/2003		2.00
09/04/2003		19.50
09/04/2003		0.40
09/05/2003		1.50
09/08/2003		10.30
09/09/2003		1.80
09/09/2003		0.10
09/09/2003		0.20
09/11/2003		1.40
09/16/2003		0.10
09/30/2003		28.60
Duplicating Costs-in House Total		117.50
Postage		
08/25/2003	Postage Charged by on 08/19/2003	1.11
09/09/2003	Postage Charged by on 09/09/2003	0.60
Postage Total		1.71
Facsimile Charges		
09/03/2003	FAX # 201-843-8044	6.00
09/04/2003	FAX # 212-570-1803	6.00
09/23/2003	FAX # 212-533-0129 on 5/19/2003	2.00
Facsimile Charges Total		14.00
Travel Expenses - Transportation		
09/09/2003	VENDOR: Lewis Kruger; INVOICE#: 08/29/03A; DATE: 9/9/2003 - 08/25/03 COURT HEARING IN DELAWARE - AIRFARE	198.00
09/09/2003	VENDOR: Lewis Kruger; INVOICE#: 08/29/03A; DATE: 9/9/2003 - 08/25/03 COURT HEARING IN DELAWARE - CABFARE	5.00
09/16/2003	VENDOR: CHASE Business Credit Card; INVOICE#: 090203; DATE: 9/2/2003 - Visa charge 8/25/03 L Kruger Penn NY to Wilmington, DE	233.00
Travel Expenses - Transportation Total		436.00
Word Processing - Logit		
09/03/2003		60.00
09/04/2003		54.00
Word Processing - Logit Total		114.00

BILL DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 164.59
Local Transportation	161.56
Long Distance Telephone	67.58
Duplicating Costs-in House	117.50
Postage	1.71
Facsimile Charges	14.00
Travel Expenses - Transportation	436.00
Word Processing - Logit	114.00

TOTAL DISBURSEMENTS/CHARGES	\$ 1,076.94
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Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.



Chambers Associates Incorporated

A Subsidiary of Navigant Consulting

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Suite 500
Washington, D.C. 20005
(202) 371-9770
FAX (202) 371-6601

September 22, 2003

Stroock, Stroock & Lavan, LLP
180 Maiden Lane
New York, New York 10038

Attention: Kenneth Pasquale

***For Services Rendered For
W. R. Grace Creditor's Committee - August 2003***

Professional Fees:

LC	3.50 hrs. @ \$510	\$1,785.00
RC	.50 hrs. @ \$300	150.00
MA	4.40 hrs. @ \$280	1,232.00
MSL	.30 hrs. @ \$250	<u>75.00</u>

Total Professional Fees **\$3,242.00**

Support Services;

None at this time

Expenses:

None at this time

Total Amount Due for August Services and Expenses **\$3,242.00**

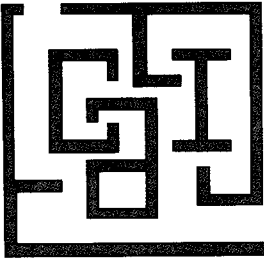
Outstanding Invoices:

May 20, 2003	\$3,830.50
June 20, 2003	61,775.37
July 20, 2003	14,274.25
August 22, 2003	<u>12,488.94</u>

Total Outstanding Invoices **\$92,349.06**

Total Amount Due for August Services, Expenses and Outstanding Invoices **\$95,591.06**

Timekeeper	Work Date	Hours	Narrative
ATLAS, MARK	8/01/2003	1.40	Analysis of legislative amendments and of Caplin & Drysdale analysis of same
ATLAS, MARK	8/01/2003	0.10	Reviewed memorandum from Stroock re: U.S. Department of Commerce claims against Grace
ATLAS, MARK	8/06/2003	0.70	Analysis of legislative amendments and of Caplin & Drysdale analysis of same
CHAMBERS, LETITIA	8/06/2003	1.00	Review info from client
ATLAS, MARK	8/07/2003	0.20	Reviewed and edited proforma
ATLAS, MARK	8/07/2003	0.30	Reviewed Stroock memorandum on ZAI litigation
ATLAS, MARK	8/07/2003	0.20	Reviewed Stroock memorandum on pending matters
ATLAS, MARK	8/08/2003	0.60	Reviewed and edited proforma
ATLAS, MARK	8/08/2003	0.40	Review Stroock memorandum re: administrative consent order between Grace and USEPA
CHAMBERS, LETITIA	8/08/2003	0.40	Review memorandum from client on EPA issue on flyway remediation
ATLAS, MARK	8/11/2003	0.30	Finalized edits of proforma
JR., ROBERT CARLSTROM	8/18/2003	0.50	Reviewed Caplin & Drysdale analysis of asbestos claims reform legislation.
LYMAN, MARY	8/18/2003	0.10	Review draft paper regarding costs of asbestos legislation v. bankruptcy trusts
LYMAN, MARY	8/19/2003	0.20	Discussion re economic analysis of need for legislation and rebuttal of ATLA analysis of Hatch bill v. asbestos bankruptcy trusts
ATLAS, MARK	8/28/2003	0.20	Reviewed information from Stroock re: asbestos Superfund cleanup costs for Grace
CHAMBERS, LETITIA	8/29/2003	2.10	Review case decision and status; plan work needs re: materials to develop consensual plan; review environmental memo from client



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(202) 371-9770
FAX (202) 371-6601

October 13, 2003

Stroock, Stroock & Lavan, LLP
180 Maiden Lane
New York, New York 10038

Attention: Kenneth Pasquale

*For Services Rendered For
W. R. Grace Creditor's Committee - September 2003*

Professional Fees:

LC	10.40 hrs. @ \$510	\$5,304.00
MA	5.20 hrs. @ \$280	1,456.00
MSL	.40 hrs. @ \$250	<u>100.00</u>

Total Professional Fees **\$6,860.00**

Support Services;

None at this time

Expenses:

None at this time

Total Amount Due for September Services and Expenses **\$6,860.00**

Outstanding Invoices:

May 20, 2003	\$3,830.50
June 20, 2003	61,775.37
July 20, 2003	14,274.25
August 22, 2003	12,488.94
September 25, 2003	<u>3,242.00</u>

Total Outstanding Invoices **\$95,591.06**

Total Amount Due for September Services, Expenses and Outstanding Invoices **\$102,451.06**

Timekeeper	Work Date	Hours	Narrative
ATLAS, MARK	9/02/2003	0.10	Reviewed memorandum from Stroock re: proposed Grace trust fund contribution
ATLAS, MARK	9/03/2003	0.10	Reviewed Grace letter re: funding of benefit plans
ATLAS, MARK	9/04/2003	0.40	Reviewed debtors' memorandum charts in preparation for conference call
LYMAN, MARY	9/05/2003	0.40	Prepare notice of firm name change for bankruptcy court
ATLAS, MARK	9/08/2003	0.20	Telephone conference with staff re: issues discussed in telephone conference with debtor and creditors
ATLAS, MARK	9/08/2003	0.10	Telephone conference with staff re: asbestos property damage claims
ATLAS, MARK	9/08/2003	1.10	Telephone conference with creditors re: debtors' presentation
ATLAS, MARK	9/08/2003	0.20	Reviewed debtors' memorandum charts in preparation for conference call
ATLAS, MARK	9/08/2003	0.80	Telephone conference with debtor and creditors
CHAMBERS, LETITIA	9/08/2003	2.80	Read material from client; report from staff on issues pertaining to asbestos claims raised on Friday conference call
CHAMBERS, LETITIA	9/08/2003	2.50	Conference calls re: company plan; discuss property damage issue with staff and design analysis
ATLAS, MARK	9/10/2003	0.30	Reviewed and revised pro forma
ATLAS, MARK	9/11/2003	0.80	Reviewed presentation charts from debtors re: acquisition of silica pharmaceutical business
CHAMBERS, LETITIA	9/11/2003	1.00	Conference call
ATLAS, MARK	9/12/2003	0.60	Telephone conference call with debtors and creditors re: acquisition of silica pharmaceutical business
ATLAS, MARK	9/15/2003	0.20	Reviewed and edited proforma
CHAMBERS, LETITIA	9/17/2003	1.50	Review emails, memorandum and case documents from client and update work plan
CHAMBERS, LETITIA	9/17/2003	1.00	Review environmental claims and GAO report on Libby Montana
ATLAS, MARK	9/18/2003	0.30	Reviewed Stroock memorandum re: ZAI litigation
CHAMBERS, LETITIA	9/29/2003	0.40	Discuss claims issue (property and personal injury) with client
CHAMBERS, LETITIA	9/29/2003	1.20	Collect information on status of legislation activity and new developments and assess impact on bankruptcies.